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report over the Internet

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
SIXTY (60) DAY NOTIFICATION AND ANNUAL REPORT
SEPTEMBER 1, 2002

ORGANIZATION # 0023330

(1) EXACT CORPORATE NAME

HISTORIC HOMES FOUNDATION, INC.

(2) FILING FEE

\$4.00

(3) STATE OR COUNTRY OF INCORPORATION

KY

(4) CURRENT REGISTERED AGENT & REGISTERED OFFICE ADDRESS

BEN JOHNSON TALBOTT, JR.
501 S. 2ND. ST.
LOUISVILLE, KY 40202

(5) CURRENT PRINCIPAL OFFICE ADDRESS

3110 LEXINGTON RD.
LOUISVILLE, KY 40206

RECEIVED

OCT 21 2002

SECRETARY OF STATE
COMMONWEALTH OF KY

(6) MAIL A STATEMENT OF CHANGE FORM TO

[Empty box for Statement of Change Form]

(7) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for Principal Office Address Change]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If so:

Chairman CAROL BESSE
Part President ANDY CHERRY
President CAROL BESSE
Vice President BEN J. TALBOTT JR.
Treasurer JENNIFER FENDIG

Louisville, KY
Louisville, KY
Louisville, KY
Louisville, KY
Louisville, KY

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the profit corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors. A nonprofit religious society corporation may list the names as:

CAROL BESSE
ANDY CHERRY
WILLIAM BALLANTINE
LOUISE BLENNLEY

Louisville, KY
Louisville, KY
Louisville, KY
Louisville, KY

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Carol S. Besse TITLE President DATE 10/14/02
Signature of Officer or Chairman of the Board

THE ABOVE NAMED CORPORATION IS PAST DUE IN FILING ITS 2002 ANNUAL REPORT. IN ORDER TO AVOID ADMINISTRATIVE DISSOLUTION OR REVOCATION OF CERTIFICATE OF AUTHORITY, THE ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE WITHIN SIXTY (60) DAYS FROM THE DATE OF THIS NOTICE (ON OR BEFORE 4:30 P.M., 10/31/02). THE CORPORATION MAY COMPLETE THIS FORM AS ITS ANNUAL REPORT.

If changes have occurred to the registered agent and/or registered office address listed in #4, complete #6 and provide the address to which the form is to be mailed. Changes to the information in #4 cannot be made on this report. If a change has occurred to the principal office address listed in #5, print the new principal office address in #7.

Mail the completed annual report and correct filing fee as indicated in #2 to: John Y. Brown III, Secretary of State, P.O. Box 1150, Frankfort, KY 40602-1150. Make check payable to the "Kentucky State Treasurer." For further information, please call (502) 564-2948, press 2 and then press 3.